

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

WELLCARE HEALTH PLANS, INC.

CIK: [1279363](#) | IRS No.: **470937650** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: [001-32209](#) | Film No.: **13523036**
SIC: **6324** Hospital & medical service plans

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **January 8, 2013**

WELLCARE HEALTH PLANS, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-32209 (Commission File Number)	47-0937650 (IRS Employer Identification No.)
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8725 Henderson Road, Renaissance One Tampa, Florida (Address of principal executive offices)	33634 (Zip Code)
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Registrant's telephone number, including area code: **(813) 290-6200**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Appointment of Directors

On January 8, 2013, the board of directors (the “**Board**”) of WellCare Health Plans, Inc. (the “**Company**”) elected Roel Campos as a director. The Board has affirmatively determined that Mr. Campos is an independent director under the New York Stock Exchange listing standards.

In connection with his election to the Board, Mr. Campos received restricted share units of the Company’s common stock with a fair market value of approximately \$150,000 based on the closing price of the Company’s common stock on January 8, 2013, the date of grant (the “**RSUs**”). The RSUs, which were granted pursuant to WellCare’s 2004 Equity Incentive Plan, are subject to the terms and conditions of an RSU award notice (the “**RSU Award Notice**”) and an RSU agreement (the “**RSU Agreement**”, together with the RSU Award Notice, the “**RSU Award Documentation**”) between the Company and Mr. Campos. Pursuant to the RSU Award Documentation, the RSUs will vest in equal annual installments on each of the first, second and third anniversaries of the date of grant. Mr. Campos will also earn fees as a director in accordance with the Company’s policy pursuant to which it pays fees to other non-employee directors. Currently, these fees are set forth in the Non-Employee Director Compensation Policy (the “**Director Compensation Policy**”). In addition, the Board authorized the Company to indemnify Mr. Campos pursuant to an indemnification agreement (the “**Indemnification Agreement**”) between the Company and Mr. Campos in the form previously approved by the Board.

The foregoing description does not purport to be a complete description of the parties’ rights and obligations under the above-referenced policy, plan and agreements. The above description is qualified in its entirety by reference to the form of RSU Award Notice, the form of RSU Agreement, the Director Compensation Policy, the 2004 Equity Incentive Plan and the form of Indemnification Agreement, which are incorporated herein by reference as Exhibits 10.1, 10.2, 10.3, 10.4 and 10.5 to this Current Report on Form 8-K.

In addition, a copy of the press release announcing the appointment of Mr. Campos is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description	incorporated by reference		
		Form	Filing Date with SEC	Exhibit Number
10.1	Form of Restricted Stock Unit Award Notice and Agreement for Non-Employee Directors under 2004 Equity Incentive Plan	8-K	February 17, 2012	10.13
10.2	Form of Restricted Stock Unit Award Agreement for Non-Employee Directors under 2004 Equity Incentive Plan	8-K	February 17, 2012	10.14
10.2	Non-Employee Director Compensation Policy	10-Q	October 31, 2012	10.1
10.3	2004 Equity Incentive Plan	10-Q	August 13, 2004	10.4
10.4	Form of 2010 Indemnification Agreement	10-Q	August 9, 2010	10.8
99.1	Press Release, dated January 10, 2013			<i>Filed herewith</i>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WELLCARE HEALTH PLANS, INC.

January 10, 2013

/s/ Lisa G. Iglesias

Lisa G. Iglesias

General Counsel and Senior Vice President

EXHIBIT INDEX

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WELLCARE APPOINTS ROEL C. CAMPOS TO BOARD OF DIRECTORS

TAMPA, Fla. (Jan. 10, 2013) — WellCare Health Plans, Inc. (NYSE: WCG) announced today that Roel C. Campos, J.D., a partner in the law firm of Locke Lord LLP and former Commissioner of the Securities and Exchange Commission, has been appointed to the company's board of directors.

"We are pleased to welcome Roel to our board," said Charles G. Berg, WellCare's chairman. "His long history of public service and his deep understanding of regulatory compliance and corporate governance will help guide WellCare to further enhance its relationships with federal and state governments to provide quality, cost-effective health care to its members."

Berg noted that President Obama appointed Mr. Campos to the Presidential Intelligence Advisory Board. Mr. Campos is a founding member of the New America Alliance, an organization that promotes the economic advancement of the American Latino community. He also serves as a director of Regional Management Corp. and is on the advisory board for the Public Company Accounting Oversight Board.

"WellCare provides quality health care solutions to more than 2.6 million people across the country," Campos said. "I am excited to accept a position on WellCare's board and to join its mission to improve the health and well-being of the members it serves. I am especially proud of the company's commitment to reaching underserved populations."

Prior to joining Locke Lord in April 2011, Mr. Campos, 63, helped build the Washington, D.C., office of Silicon Valley law firm Cooley LLP. Prior to that, Mr. Campos served as a Commissioner of the Securities and Exchange Commission from 2002 to 2007. During his tenure there, he served as Vice Chairman of the Technical Committee of the International Organization of Securities Commissioners and Chairman of the Monitoring Group.

Earlier in his career, Mr. Campos served as a federal prosecutor in the U.S. Attorney's Office in Los Angeles, Calif. Mr. Campos began his career as an officer in the U.S. Air Force before earning his Master's of Business Administration at the University of California – Los Angeles, and a law degree from Harvard University.

About WellCare Health Plans, Inc.

WellCare Health Plans, Inc. provides managed care services targeted to government-sponsored health care programs, focusing on Medicaid and Medicare. Headquartered in Tampa, Fla., WellCare offers a variety of health plans for families, children, and the aged, blind and disabled, as well as prescription drug plans. The company serves approximately 2.6 million members nationwide as of Sept. 30, 2012. For more information about WellCare, please visit the company's website at www.wellcare.com.

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